

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. 22754-M FILED

SEP 14 '01 1 3-26 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

September 14, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release from Surface Transportation Board Filed Encumbrance, a secondary document, dated September 6, 2001. The primary document to which this is connected is recorded under Recordation No. 22754. We request that one copy of this document be recorded under Recordation No. 22754-M.

The name and address of the party to the Release from Surface Transportation Board Filed Encumbrance is:

Secured Party:

The Bank of Nova Scotia
600 Peachtree Street, Suite 2700
Atlanta, GA, 30308

A description of the equipment covered by the Release from Surface Transportation Board Filed Encumbrance consists of one GP-38 locomotive numbered GSWR 3813 and one Slug locomotive numbered GSWR 4167.

BALL JANIK LLP

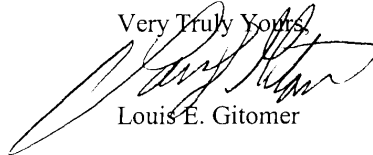
Honorable Vernon A. Williams
September 14, 2001
Page 2

A fee of \$28.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Release from Surface Transportation Board Filed Encumbrance by The Bank of Nova Scotia, 600 Peachtree Street, Suite 2700, Atlanta, GA, 30308, covering one GP-38 locomotive numbered GSWR 3813 and one Slug locomotive numbered GSWR 4167.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

Release from Surface Transportation Board Filed Encumbrance

Reference herein is made to the U.S. Pledge and Security Agreement (as amended, supplemented, amended and restated or otherwise modified from time to time, this "Pledge and Security Agreement"), dated as of February 4, 2000, is made by RailAmerica, Inc., a Delaware corporation ("Holdings") Palm Beach Rail Holding, Inc., a Delaware corporation ("Intermediate Holdings"), and RailAmerica Transportation Corp., a Delaware corporation (the "Company") and each Subsidiary (as defined below) of the Company is a signatory hereto, and each other Person which may from time to time hereafter become a party hereto pursuant to Section 7.5 (each, individually, an "Additional Grantor", and collectively, the "Additional Grantors", and together with Holdings, Intermediate Holdings, the Company and each such Subsidiary, each, individually, a "Grantor", and collectively, the "Grantors"), in favor of The Bank of Nova Scotia, as administrative agent (together with its successor(s) thereto, in such capacity the "Administrative Agent") for each of the Secured Parties.

The Administrative Agent hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of two locomotives, GSWR 3813 GP-38 and GSWR 4167 Slug that were filed with the Surface Transportation Board under Recordation Number 22754.

Dated as of September 6th, 2001

THE BANK OF NOVA SCOTIA,
As Administrative Agent

By: W. E. Zarrett

Name: William E. Zarrett
Managing Director

Title: _____

State of Georgia}
County of Fulton}

On this 6th day of September, 2001, before me, personally appeared William E. Zarrett Personally known to me to be the Managing Director of the Bank of Nova Scotia and that such officer, being duly authorized to do so pursuant to its bylaws or a resolution of its Board of Directors, executed, subscribed and acknowledged the foregoing instrument for the purposes therein contained, by signing the name of the Bank of Nova Scotia in such officer's authorized capacity as a free and voluntary act and deed and the free and voluntary act and deed of the Bank of Nova Scotia.

By: James R. Welton
(Notary Public)

Seal
My Commission Expires
8/22/03

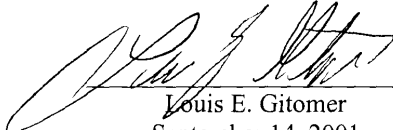
RECORDATION NO. 22754-M FILED

SEP 14 '01 1 3-2 6 PM

SURFACE TRANSPORTATION BOARD

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Release from Surface Transportation Board Filed Encumbrance dated as of September 6, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
September 14, 2001